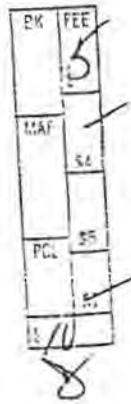


Please return recorded
instrument to:

The Foothills Property
Owner's Association
P. O. Box 12602
Prescott, AZ 86304-2602



7023983 BK 3557 PG 498
Yavapai County
Patsy Jenney-Colon, Recorder
03/24/1998 11:14A PAGE 1 OF 5
FIRST AMERICAN TITLE INSURANCE CO.
RECORDING FEE 5.00
SURCHARGE 4.00
POSTAGE 1.00

**FIRST AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE FOOTHILLS**

THIS FIRST AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for The Foothills is made this 16th day of February, 1998, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee Under Trust No. 4331B ("Fee Title Holder").

RECITALS:

A. Declarant and Fee Holder have previously executed that certain Declaration of Covenants, Conditions and Restrictions for The Foothills dated March 14, 1996, recorded on March 14, 1996, in Book 3171, Pages 494-537-A, Official Records of Yavapai County, Arizona (the "Declaration").

B. Fee Title Holder, as Trustee under a Trust for the benefit of Declarant, is the owner of a portion of the lots in The Foothills and thus, pursuant to Section 6.3 of the Declaration, is entitled to amend the Declaration as provided herein. See Exhibit "A" attached for legal description.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. The following sentence is hereby added to Paragraph 9.1(f) of the Declaration: "Without limiting the generality of the foregoing, the Association shall be responsible for maintaining and insuring the Easement Parcels described *on Exhibits "A" and "B" attached hereto, including the paved driveways located thereon."

* in instruments recorded March 24, 1998, in Book 3557 of Official Records Pages 503 and 504


2. The following sentence is hereby added at the end of Section 13.14 of the Declaration: "Notwithstanding the foregoing, Section 9.1(f) of this Declaration may not be deleted or amended in any respect without the written consent of all lot owners who are then using any paved private driveway which will be affected by such deletion or amendment."

3. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first set forth above.

DECLARANT:

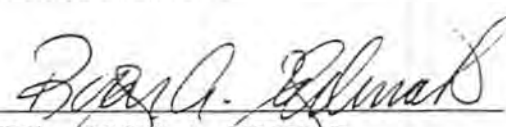
CHAMBERLAIN DEVELOPMENT,
L.L.C., an Arizona limited liability
company

By 
Jim Chamberlain, Member

By 
Patsy L. Chamberlain, Member

FEE TITLE HOLDER:

FIRST AMERICAN TITLE INSURANCE
AGENCY OF YAVAPAI, INC., as Trustee
under Trust No. 4331B

By 
Name: ROGER A. YEDINAK
Title: TRUST OFFICER

LIEN HOLDER:

RATIFIED & APPROVED
NATIONAL BANK OF ARIZONA

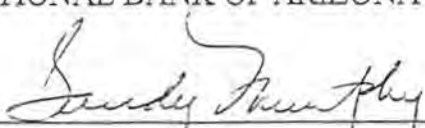
By 
Name: Sandy Murphy
Title: Sr. Vice President

EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL I

Lots 8 through 29, 61 through 67, Tracts C-D, The Foothills, Phase 1, as recorded in the office of the County Recorder, Yavapai County, Arizona, in Book 32 of Maps, Pages 94, 95, 96.

PARCEL II

Lots 1 through 7, 30 through 60, 68 through 87, Tracts A-B, an Amended Plat of Phases 2 and 3 of The Foothills, as recorded in the office of the County Recorder, Yavapai County, Arizona, in Book 34 of Maps, Pages 94, 95, 96.

STATE OF ARIZONA)
) ss.
County of Mari'coba)

On this 18th day of February, 1998, before me, the undersigned Notary Public, personally appeared Jim Chamberlain and Patsy L. Chamberlain, known to me (or satisfactorily proven) to be the persons whose names are above subscribed, who acknowledged to me that they are the Members of Chamberlain Development, L.L.C., an Arizona limited liability company, and that they executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do.



Thomas M. McEwen
Notary Public

My Commission Expires:

STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 17th day of March, 1998, before me, the undersigned Notary Public, personally appeared ROGER A. YEDINAK, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that (s)he is the TRUST OFFICER of First American Title Insurance Agency of Yavapai, Inc., and that (s)he executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do, acting in its capacity as Trustee under Trust No. 4331B.



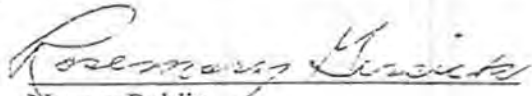
David M. Henry
Notary Public

My Commission Expires:

6-30-99

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 24th day of February, 1998, before me, the undersigned Notary Public, personally appeared Sandy Murphv, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that (s)he is the Sr. Vice President of National Bank of Arizona, and that (s)he executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do.


Notary Public

My Commission Expires:

4/11/2001



**Please return recorded
instrument to:**

The Foothills Property
Owner's Association
P. O. Box 12602
Prescott, AZ 86304-2602

3248534 BK 3746 PG 430
Yavapai County
Patsy Jenney-Colon, Recorder
04/11/2000 03:55P PAGE 1 OF 10
FIRST AMERICAN TITLE INS CO
RECORDING FEE 10.00
SURCHARGE 4.00
POSTAGE 1.00

**SECOND AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE FOOTHILLS**

THIS SECOND AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for The Foothills is made this 8th day of March, 2000, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee Under Trust No. 4331B ("Fee Title Holder").

RECITALS:

A. Declarant and Fee Holder have previously executed that certain Declaration of Covenants, Conditions and Restrictions for The Foothills dated March 14, 1996, recorded on March 14, 1996, in Book 3171, Pages 494-537-A, Official Records of Yavapai County, Arizona, as amended by a First Amendment thereto dated February 18, 1998, recorded on March 24, 1998, in Book 3557, at Page 498, and re-recorded on April 15, 1998 in Book 3563, at Page 189, Official Records of Yavapai County, Arizona (the "Declaration").

B. Fee Title Holder, as Trustee under a Trust for the benefit of Declarant, owns a portion of the Property that is subject to the Declaration and, therefore, pursuant to Paragraph 6.3 of the Declaration, all voting rights with respect to The Foothills Property Owners' Association, including without limitation the right to amend the Declaration, are vested in the Declarant.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. The following sentence is hereby added to Paragraph 5.8 of the Declaration: "Without limiting the generality of the foregoing, the Association is

BK	FEE
	10
MAP	\$4
	\$5
PCL	\$5
	\$5
	\$25

C

authorized and empowered to grant an easement in the form attached hereto as Exhibit "A" for ingress, egress and public utilities over a portion of the Common Area and Lot 35 for the benefits of Lots 36, 37, 38 and 39 of the Project."


2. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first set forth above.

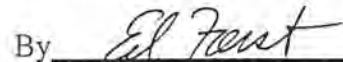
DECLARANT:

CHAMBERLAIN DEVELOPMENT,
L.L.C., an Arizona limited liability
company

By 
Jim Chamberlain, Member

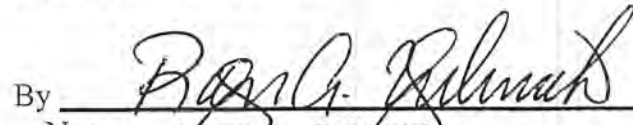
By 
Patsy L. Chamberlain, Member

By: SUN STATE BUILDERS, an
Arizona corporation, Member

By 
Ed Forst, President

FEE TITLE HOLDER:

FIRST AMERICAN TITLE INSURANCE
AGENCY OF YAVAPAI, INC., as Trustee
under Trust No. 4331B

By 
Name ROGER A. YEDINAK
Title Trust Officer

STATE OF ARIZONA)
) ss.
County of Yavapai)

On March 28, 2000, before me, the undersigned
Notary Public, personally appeared ROGER A. YEDINAK,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires _____ Notary Public



STATE OF ARIZONA)
) ss.
County of Maricopa)
Yavapai

On April 4, 2000, before me, the undersigned Notary
Public, personally appeared Jim Chamberlain,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires:

Notary Public



STATE OF ARIZONA)
) ss.
County of Maricopa)

On April 4, 2000, before me, the undersigned Notary
Public, personally appeared Patey L. Chamberlain,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires



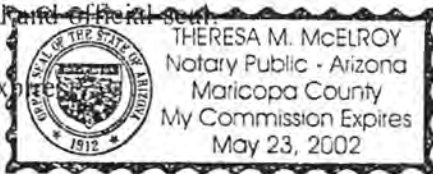
Notary Public

STATE OF ARIZONA)
) ss.
County of Maricopa)

On April 4, 2000, before me, the undersigned
Notary Public, personally appeared Ed Forst,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires



Theresa M. McElroy
Notary Public

STATE OF ARIZONA)
) ss.
County of Yavapai)

On _____, before me, the undersigned Notary
Public, personally appeared _____,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires:

Notary Public

STATE OF ARIZONA)
) ss.
County of)

On _____, before me, the undersigned Notary
Public, personally appeared _____,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires:

Notary Public

EXHIBIT "B"

LEGAL DESCRIPTION

PARCEL I

Lots 8 through 29, 61 through 67, Tracts C-D, The Foothills, Phase 1, as recorded in the office of the County Recorder, Yavapai County, Arizona, in Book 32 of Maps, Pages 94, 95, 96.

PARCEL II

Lots 1 through 7, 30 through 60, 68 through 87, Tracts A-B, an Amended Plat of Phases 2 and 3 of The Foothills, as recorded in the office of the County Recorder, Yavapai County, Arizona, in Book 34 of Maps, Pages 94, 95, 96.

Please return recorded
instrument to:

EXHIBIT "A"

The Foothills Property Owner's
Association, Inc.
P.O. Box 12602
Prescott, AZ 86304

GRANT OF EASEMENT

THIS GRANT OF EASEMENT ("Easement") is made this 8th day of March, 2000, by THE FOOTHILLS PROPERTY OWNERS' ASSOCIATION, INC., an Arizona nonprofit corporation (the "Association"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., an Arizona corporation as Trustee under Trust No. 4331B (the "Trustee").

WHEREAS, Chamberlain Development, L.L.C., an Arizona limited liability company ("Declarant") is the developer of certain real property known as The Foothills, Phases 2 and 3 (the "Project"), as shown on an Amended Plat recorded in Book 34 Maps and Plats, Pages 94-96, on file in the office of the Yavapai County Recorder, Yavapai County, Arizona; and

WHEREAS, pursuant to that certain Declaration of Covenants, Conditions, and Restrictions for The Foothills executed by Declarant on March 14, 1996, and recorded on March 14, 1996, in Book 3171, Pages 494-597A, of the official records of Yavapai County, Arizona, as amended by a First Amendment thereto dated February 18, 1998, recorded on March 24, 1998, in Book 3557, at Page 498, and re-recorded on April 15, 1998, in Book 3563, at Page 189, and a Second Amendment thereto recorded concurrently herewith (the "Declaration"), Declarant has conveyed to the Association certain areas within the Project which are for the common use and enjoyment of the owners of the lots within the Project (the "Common Area"), has delegated to the Association the power to manage, maintain and administer the Common Area, and has authorized the Association to grant easements over the Common Area, including without limitation the easement herein granted; and

WHEREAS, the Association and Trustee desires to establish an easement for ingress, egress and public utilities over a portion of the Common Area and Lot 35 for the benefit of certain lots within the Project, all as more fully set forth herein;

NOW, THEREFORE, for the purposes above set forth, the Association and Trustee hereby grants an easement over a portion of the Common Area and Lot 35 as follows:

1. **Grant of Easement.** The Association and Trustee hereby grants for the benefit of Lots 36, 37, 38 and 39 of the Project a perpetual non-exclusive easement for the purposes of ingress, egress and public utilities (the "Easement") over that portion of the Common Area and Lot 35 which is described on Exhibit "A" attached hereto (the "Easement Parcels"). No walls,

fences or barriers of any kind shall be constructed or maintained on the Easement Parcels which would prevent or impair the use or exercise of the Easement granted herein.

2. Development and Maintenance. The owners of Lots 36, 37, 38 and 39 shall have no liability with respect to the Easement Parcels and shall have no obligation to develop or maintain the Easement Parcels. The Easement Parcels shall be developed by Declarant, in its sole discretion and at its expense, and shall be maintained and insured by the Association in the same manner as all other Common Area within the Project, in accordance with the standards established in the Declaration.

3. Covenants Running with Land. The Easement hereby granted and the agreements herein contained shall be easements and covenants running with the land and shall inure to the benefit of, and be binding upon, the Association and its successors and assigns, and all current and subsequent owners of the lots described herein.

IN WITNESS WHEREOF, the undersigned has executed this Easement as of the date set forth above.

FIRST AMERICAN TITLE INSURANCE
AGENCY OF YAVAPAI, INC., as Trustee
under Trust No. 4331B

THE FOOTHILLS PROPERTY
OWNER'S ASSOCIATION, INC.,
an Arizona nonprofit corporation

EXHIBIT

ROGER A. YEDINAK, Trust Officer

By EXHIBIT

President



M • HAYWOOD • ASSOCIATES • INC

LAND SURVEYING • G.P.S. • LAND PLANNING

EXHIBIT "A"

EASEMENT DESCRIPTION

LOTS 35, 36, 37, 38 AND 39, and TRACT "B"

A non-exclusive easement for ingress, egress, underground utilities, and emergency access over a portion of Tract "B" and Lot 35, mutually and reciprocally in favor of said Lot 35 and Lots 36, 37, 38, and 39, THE FOOTHILLS, per the Amended Plat of The Foothills Phases 2 and 3, as recorded in Book 34, Pages 94, 95 and 96, on file in the office of the Yavapai County Recorder, Yavapai County, Arizona, more particularly described as follows:

BEGINNING at the most easterly corner of said Lot 35, being a point on the westerly right-of-way of City Lights in said subdivision, being a point on a non-tangent curve, concave to the left, with a radius of 170.00 feet, from whence the center thereof bears North 56°23'25" East;

Thence, Southerly along said right-of-way and curve, an arc length of 94.21 feet;

Thence, South 10°38'48" West, 46.69 feet;

Thence, South 01°44'23" West, 42.45 feet;

Thence, South 14°53'43" East, 80.19 feet to the southwest corner of said Lot 36;

Thence, South 63°03'25" East, 148.27 feet to the southeast corner of said Lot 36 and the southwest corner of said Lot 37;

Thence, South 75°58'22" East, 114.02 feet to the southeast corner of said Lot 37 and the southwest corner of said Lot 38;

Thence, South 73°28'24" East, 138.24 feet to the southeast corner of said Lot 38 and the most westerly corner of said Lot 39;

Thence, South 23°39'43" East, 32.73 feet to a point on the west line of said Lot 39;

Thence, North 73°28'24" West, 37.82 feet to the beginning of a tangent curve, concave to the left with a radius of 25.00 feet;

Thence, southerly along said curve, an arc length of 39.27 feet;

Lots 35-39 - Page 1 of 2

Lots 35-39
Page 2 of 2

Thence, South $16^{\circ}31'36''$ West, 15.00 feet;

Thence, North $73^{\circ}28'24''$ West, 30.00 feet;

Thence, North $16^{\circ}31'36''$ East, 15.00 feet to the beginning of a tangent curve, concave to the left with a radius of 25.00 feet;

Thence, northerly along said curve, an arc length of 39.27 feet;

Thence, North $73^{\circ}28'24''$ West, 40.99 feet;

Thence, North $75^{\circ}58'22''$ West, 116.30 feet;

Thence, North $63^{\circ}03'25''$ West, 166.18 feet;

Thence, North $20^{\circ}15'52''$ West, 151.99 feet;

Thence, North $09^{\circ}39'25''$ West, 36.78 feet;

Thence, North $01^{\circ}58'32''$ East, 62.88 feet to the **POINT OF BEGINNING**.



Revised
March 28, 2000
94-060

**RECORDERS MEMO: LEGIBILITY
QUESTIONABLE FOR GOOD REPRODUCTION**

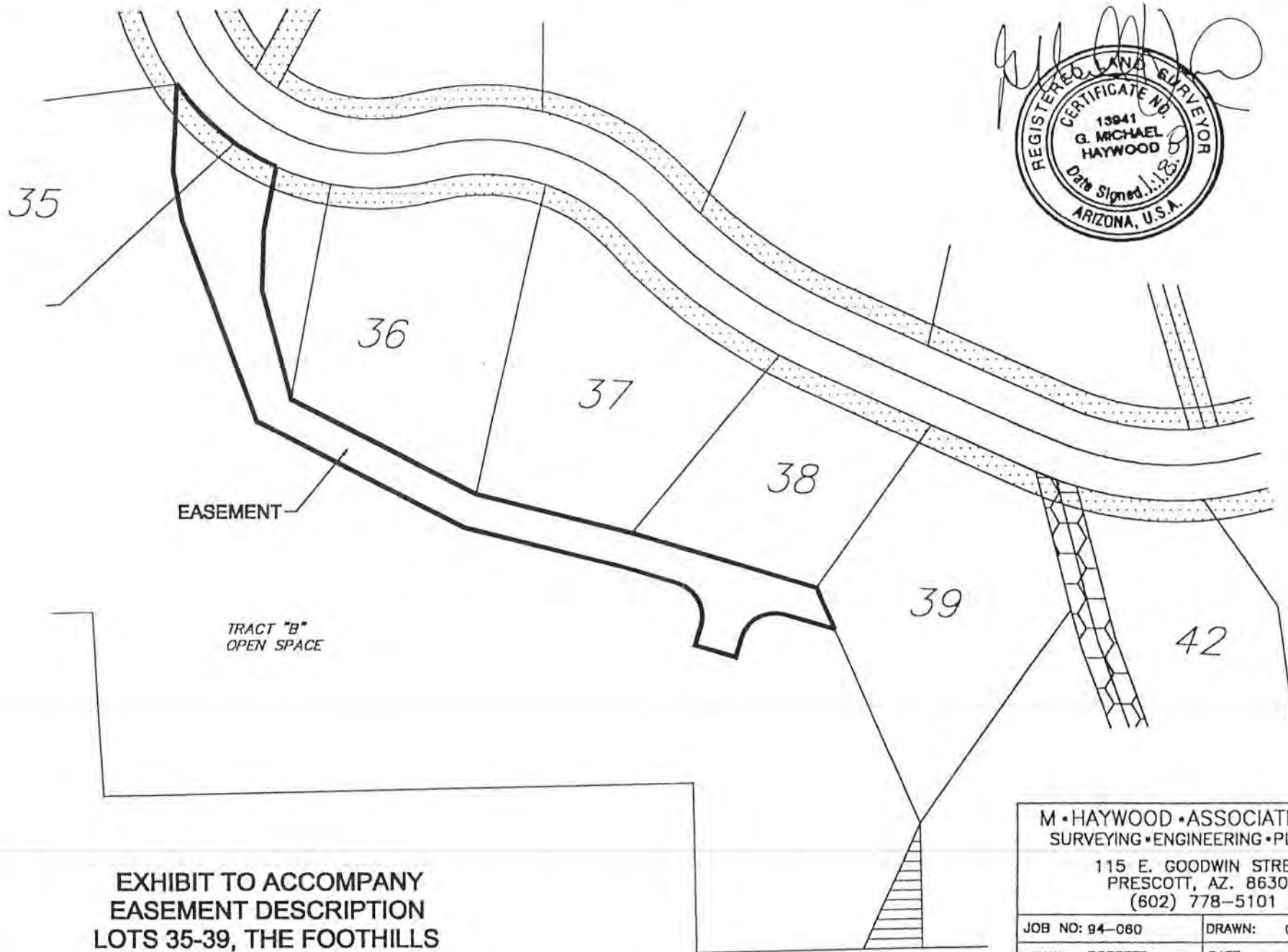


EXHIBIT TO ACCOMPANY
EASEMENT DESCRIPTION
LOTS 35-39, THE FOOTHILLS



M • HAYWOOD • ASSOCIATES • INC SURVEYING • ENGINEERING • PLANNING 115 E. GOODWIN STREET PRESCOTT, AZ. 86303 (602) 778-5101	
JOB NO: 94-060	DRAWN: GMH
CREW: ROBERTS	DATE: 1-18-00
CLIENT: SANTA FE	CHECKED: GMH
SCALE: 1" = 100'	DATE: 1-18-00

**Please return recorded
instrument to:**

The Foothills Property
Owner's Association
P. O. Box 12602
Prescott, AZ 86304-2602

3261094 BK 3756 PG 669
Yavapai County
Patsy Jenney-Colon, Recorder
05/24/2000 11:25A PAGE 1 OF 4
FIRST AMERICAN TITLE INS CO
RECORDING FEE 5.00
SURCHARGE 4.00
POSTAGE 1.00

**THIRD AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE FOOTHILLS**

THIS THIRD AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for The Foothills is made this 12th day of May, 2000, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee Under Trust No. 4331B ("Fee Title Holder").

BK	FEE
	\$
MAP	\$4
PCL	\$5
	\$1
\$	

RECITALS:

A. Declarant and Fee Holder have previously executed that certain Declaration of Covenants, Conditions and Restrictions for The Foothills dated March 14, 1996, recorded on March 14, 1996, in Book 3171, Pages 494-537-A, Official Records of Yavapai County, Arizona, as amended by a First Amendment thereto dated February 18, 1998, recorded on March 24, 1998, in Book 3557, at Page 498, and re-recorded on April 15, 1998 in Book 3563, at Page 189, Official Records of Yavapai County, Arizona, as amended by a Second Amendment thereto dated March 8, 2000, recorded on April 11, 2000 in Book 3746, at Page 430, Official Records of Yavapai County, Arizona (the "Declaration").

B. Fee Title Holder, as Trustee under a Trust for the benefit of Declarant, owns a portion of the Property that is subject to the Declaration and, therefore, pursuant to Paragraph 6.3 of the Declaration, all voting rights with respect to The Foothills Property Owners' Association, including without limitation the right to amend the Declaration, are vested in the Declarant.

NOW, THEREFORE, the Declaration is hereby amended as follows:

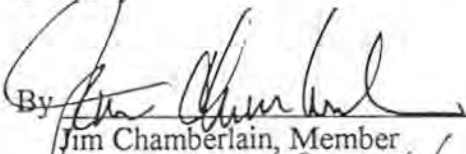
1. The following sentence is hereby deleted from Paragraph 4.5 Fee. of the Declaration: "The Architectural Control Committee may charge a \$100.00 processing fee to defray its costs in considering any requests for approvals submitted to it." The following sentence is hereby added to Paragraph 4.5 Fee.: "The Architectural Control Committee may charge a reasonable processing fee to defray its costs in considering any requests for approvals submitted to it."

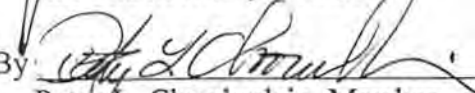
2. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first set forth above.

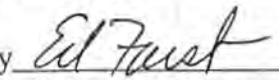
DECLARANT:

CHAMBERLAIN DEVELOPMENT,
L.L.C., an Arizona limited liability
company

By 
Jim Chamberlain, Member

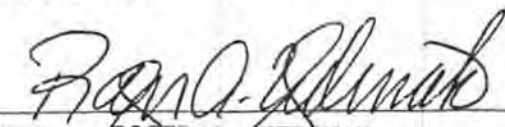
By 
Patsy L. Chamberlain, Member

By: SUN STATE BUILDERS, an
Arizona corporation, Member

By 
Ed Forst, President

FEE TITLE HOLDER:

FIRST AMERICAN TITLE INSURANCE
AGENCY OF YAVAPAI, INC., as Trustee
under Trust No. 4331B

By 
Name: ROGER A. YEDNAK
Title: Trust Officer

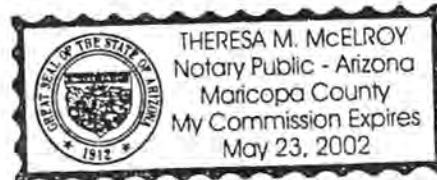
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 12th day of May, 2000, before me, the undersigned Notary Public, personally appeared Jim Chamberlain, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is the Member of Chamberlain Development, L.L.C., an Arizona limited liability company, and that he executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



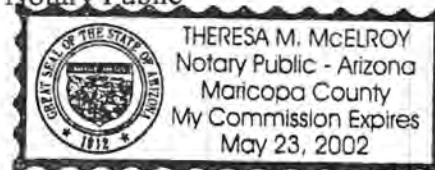
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 12th day of May, 2000, before me, the undersigned Notary Public, personally appeared Patsy L. Chamberlain, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that she is the Member of Chamberlain Development, L.L.C., an Arizona limited liability company, and that she executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



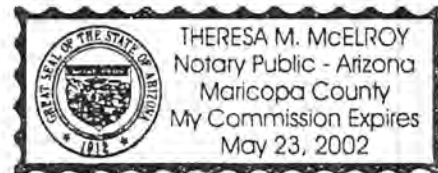
STATE OF ARIZONA)
)ss.
County of Maricopa)

On this 12th day of May, 2000, before me, the undersigned Notary Public, personally appeared Ed Forst, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is the President of Sun State Builders, an Arizona corporation, and that he executed the foregoing instrument in such capacity on behalf of said corporation, being so authorized to do, acting on behalf of and in its capacity as a Member of Chamberlain Development, L.L.C., and Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



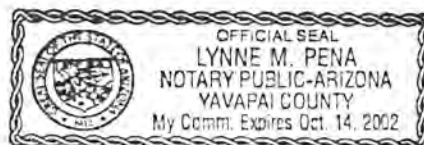
STATE OF ARIZONA)
)ss.
County of Yavapai)

On this 24th day of May, 2000, before me, the undersigned Notary Public, personally appeared Roger A. Yedinak, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that (s)he is the Trust Officer of First American Title Insurance Agency of Yavapai, Inc., and that (s)he executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do, acting in its capacity as Trustee under Trust No. 4331B.

Lynne M. Pena
Notary Public

My Commission Expires:

Oct. 14, 2002



Please return recorded
instrument to:

The Foothills Property
Owners' Association
P.O. Box 12602
Prescott, Arizona 86304-2602

MAP	\$4
PCL	\$5
	\$1

3293147 BK 3783 PG 906
Yavapai County
Patsy Jenney-Colon, Recorder
09/29/2000 04:58P PAGE 1 OF 5
FIRST AMERICAN TITLE INS CO
RECORDING FEE 5.00
SURCHARGE 4.00
POSTAGE 1.00

FOURTH AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE FOOTHILLS

THIS FOURTH AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for The Foothills is made this 30th day of August, 2000, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee under Trust No. 4331B ("Fee Title Holder").

RECITALS:

A. Declarant and Fee Title Holder have previously executed that certain Declaration of Covenants, Conditions and Restrictions for The Foothills dated March 14, 1996, recorded on March 14, 1996, in Book 3171, Pages 494-537A, Official Records of Yavapai County, Arizona, as amended by a First Amendment thereto dated February 18, 1998, recorded on March 24, 1998, in Book 3557, at Page 498, and re-recorded on April 15, 1998, in Book 3563, at Page 189, a Second Amendment thereto dated March 8, 2000, recorded on April 11, 2000, in Book 3746, at Page 430, and a Third Amendment thereto dated May 12, 2000, recorded on May 24, 2000, in Book 3756, at Page 669, Official Records of Yavapai County, Arizona (the "Declaration").

B. Fee Title Holder, as Trustee under a Trust for the benefit of Declarant, owns a portion of the Property that is subject to the Declaration and, therefore, pursuant to Paragraph 6.3 of the Declaration, all voting rights with respect to The Foothills Property Owners' Association, including without limitation the right to amend the Declaration, are vested in Declarant.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. The following sentence is hereby added to Paragraph 3.2 of the Declaration: "Notwithstanding the foregoing, the owner of Lot 40 is permitted to grant an easement for ingress and egress over a portion of Lot 40 for the benefit of the following described parcel: Beginning at the Northeast corner of Sky Terrace Subdivision, as recorded in Book 9 of Maps, Page 26, on file in the Yavapai County Recorder's Office; thence North 88°43'45" East, 408.83 feet to the true point of beginning; thence North 01°17'15" West, 208.71 feet; thence North 88°43'45" East, 208.71 feet; thence South 01°17'15" East, 208.71 feet; thence South 88°43'45" West, 208.71 feet to the true point of beginning."

3. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

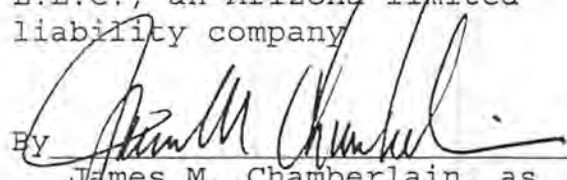
IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first set forth above.

DECLARANT:

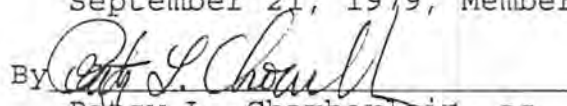
* and utilities

CHAMBERLAIN DEVELOPMENT,
L.L.C., an Arizona limited
liability company

By

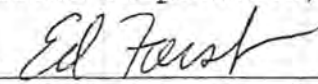

James M. Chamberlain, as
Trustee of the Chamberlain
Family Trust dated
September 21, 1979, Member

By


Patsy L. Chamberlain, as
Trustee of the Chamberlain
Family Trust dated
September 21, 1979, Member

By: SUN STATE BUILDERS, an
Arizona corporation, Member

By


Ed Forst, President

FEE TITLE HOLDER:

FIRST AMERICAN TITLE
INSURANCE AGENCY OF
YAVAPAI, INC., as Trustee
under Trust 4331B

By *Roger A. Yedinak*
Name: Roger A. Yedinak
Title: Trust Officer

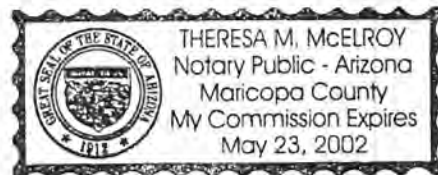
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 7th day of September, 2000, before me,
the undersigned Notary Public, personally appeared James M.
Chamberlain, known to me (or satisfactorily proven) to be the
person whose name is above subscribed, who acknowledged to me that
he is a Trustee of the Chamberlain Family Trust dated September 21,
1979, and that he executed the foregoing instrument in such
capacity on behalf of said trust, being so authorized to do, acting
on behalf of and in the trust's capacity as a Member of Chamberlain
Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



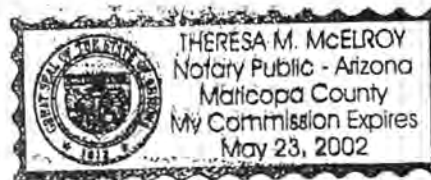
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 7th day of September, 2000, before me, the undersigned Notary Public, personally appeared Patsy L. Chamberlain, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that she is a Trustee of the Chamberlain Family Trust dated September 21, 1979, and that she executed the foregoing instrument in such capacity on behalf of said trust, being so authorized to do, acting on behalf of and in the trust's capacity as a Member of Chamberlain Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



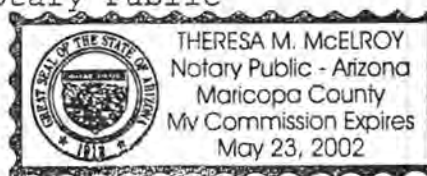
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 7th day of September, 2000, before me, the undersigned Notary Public, personally appeared Ed Forst, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is the President of Sun State Builders, an Arizona corporation, and that he executed the foregoing instrument in such capacity on behalf of said corporation, being so authorized to do, acting on behalf of and in its capacity as a Member of Chamberlain Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2002



STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 30th day of August, 2000, before me,
the undersigned Notary Public, personally appeared _____
Roger A. Yedinak, known to me (or satisfactorily proven) to
be the person whose name is above subscribed, who acknowledged to
me that (s)he is the Trust Officer of First American
Title Insurance Agency of Yavapai, Inc., and that (s)he executed
the foregoing instrument in such capacity on behalf of said
company, being so authorized to do, acting in its capacity as
Trustee under Trust No. 4331B.

Lynne M. Pena
Notary Public

My Commission Expires:



FEE
\$ 8
\$8
\$5
\$1
\$17

Please return recorded instrument to:

The Foothills Property
Property Owner's Association
P.O. Box 12602
Prescott, AZ 86304-2602

3535571 BK 3991 PG 456
Yavapai County, Arizona
Patsy Jenney-Colon, Recorder
01/09/2003 09:53A PAGE 1 OF 3
ROBBINS & GREEN
RECORDING FEE 8.00
SURCHARGE 8.00
POSTAGE 1.00

**FIFTH AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE FOOTHILLS**

THIS FIFTH AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for The Foothills is made this 20th day of December, 2002, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee under Trust No. 4331B ("Fee Title Holder").

RECITALS:

A. Declarant and Fee Title Holder have previously executed that certain Declaration of Covenants, Conditions and Restrictions for The Foothills dated March 14, 1996, recorded on March 14, 1996, in Book 3171, Pages 494-537-A, Official Records of Yavapai County, Arizona, as amended by a First Amendment thereto dated February 18, 1998, recorded on March 24, 1998, in Book 3557, at Page 498, and re-recorded on April 15, 1998 in Book 3563, at Page 189, as amended by a Second Amendment thereto dated March 8, 2000, and re-recorded on April 11, 2000 in Book 3746, at Page 430, as amended by a Third Amendment thereto dated May 12, 2000, and re-recorded on May 24, 2000 in Book 3756, at Page 669, as amended by a Fourth Amendment thereto dated August 30, 2000, and re-recorded on September 29, 2000 in Book 3783, at Page 906, Official Records of Yavapai County, Arizona (the "Declaration").

B. Fee Title Holder, as Trustee under a Trust for the benefit of Declarant, owns a portion of the Property subject to the Declaration and, therefore, pursuant to Paragraph 6.3 of the Declaration, all voting rights with respect to The Foothills Property Owners' Association, including without limitation the right to amend the Declaration, are vested in the Declarant.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. The following sentence is hereby added to Paragraph 5.8 of the Declaration: "Without limiting the generality of the foregoing, the Association is authorized and empowered to grant an easement in the form attached hereto as Exhibit "A" for ingress, egress and public utilities over a portion of the Common Area for the benefit of Lot 35 of the Project.


2000-200046-1

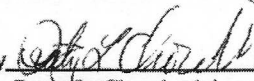
2. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first set forth above.

DECLARANT:

CHAMBERLAIN DEVELOPMENT
L.L.C., an Arizona limited liability
company

By 
Jim Chamberlain, as Trustee of the Chamberlain
Family Trust dated September 21, 1979, Member


By 
Patsy L. Chamberlain, as Trustee of the
Chamberlain Family Trust dated September 21,
1979, Member

By: SUN STATE BUILDERS, an
Arizona corporation, Member

By 
Ed Forst, President

FEE TITLE HOLDER:

FIRST AMERICAN TITLE INSURANCE
AGENCY OF YAVAPAI, INC., as Trustee under
Trust No. 4331B

By 
Its TRUST OFFICER

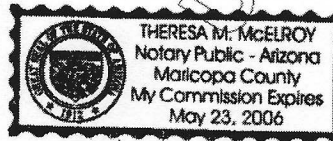
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 20th day of December, 2002, before me, the undersigned Notary Public, personally appeared James M. Chamberlain, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is a Trustee of the Chamberlain Family Trust dated September 21, 1979, and that he executed the foregoing instrument in such capacity on behalf of said trust, being so authorized to do, acting on behalf of and in the trust's capacity as a Member of Chamberlain Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2006



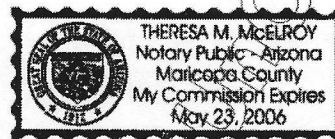
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 20th day of December, 2002, before me, the undersigned Notary Public, personally appeared Patsy L. Chamberlain, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that she is a Trustee of the Chamberlain Family Trust dated September 21, 1979, and that she executed the foregoing instrument in such capacity on behalf of said trust, being so authorized to do, acting on behalf of and in the trust's capacity as a Member of Chamberlain Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2006



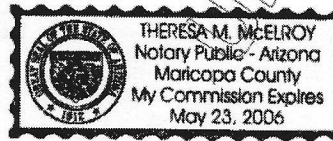
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 20th day of December, 2002, before me, the undersigned Notary Public, personally appeared Ed Forst, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is the President of Sun State Builders, an Arizona corporation, and that he executed the foregoing instrument in such capacity on behalf of said corporation, being so authorized to do, acting on behalf of and in its capacity as a Member of Chamberlain Development, L.L.C., an Arizona limited liability company.

Theresa M. McElroy
Notary Public

My Commission Expires:

May 23, 2006



STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 2nd day of January, 2003, 2002, before me, the undersigned Notary Public, personally appeared Jeffrey Graham, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he/she is the Trust Officer of First American Title Insurance Agency of Yavapai, Inc., and that he/she executed the foregoing instrument in such capacity on behalf of said company, being so authorized to do, acting in its capacity as Trustee under Trust No. 4331B.

Lynne M. Peña
Notary Public

My Commission Expires:

10-13-06

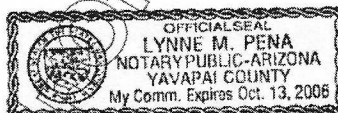


EXHIBIT A
EASEMENT DESCRIPTION

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy

UnOfficial Copy



M • HAYWOOD • ASSOCIATES • INC
LAND SURVEYING • G.P.S. • LAND PLANNING

EASEMENT DESCRIPTION

A non-exclusive easement for ingress, egress, underground utilities, and emergency access over a portion of Tract "B", in favor of Lot 35, THE FOOTHILLS, per the Amended Plat of the Foothills Phases 2 and 3, as recorded in Book 34, of Maps and Plats Pages 94,95 and 96, on file in the office of the Yavapai County Recorder, Yavapai County, Arizona, more particularly described as follows;

BEGINNING at the common corner of said Lot 35 and Tract "B" at the southerly right of way of City Lights, being a point on a non-tangent curve, concave to the left, with a radius of 170.00 feet, from whence the center thereof bears North 56°23'25" East;

Thence, Southerly along said right-of-way and curve, an arc length of 34.21 feet;

Thence, South 10°38'48" West, a distance of 46.69 feet;

Thence, South 01°44'23" West, a distance of 42.45 feet;

Thence, South 14°53'45" East, a distance of 43.13 feet;

Thence, South 75°06'35" West, a distance of 28.93 feet;

Thence, South 82°05'12" West, a distance of 29.22 feet;

Thence, North 82°37'24" West, a distance of 29.20 feet;

Thence, North 66°39'15" West, a distance of 26.98 feet;

Thence, North 59°50'06" West, a distance of 29.73 feet;

Thence, North 54°44'51" West, a distance of 23.16 feet, to the southerly angle point of said Lot 35 and Tract "B";

Thence, North 46°54'44" East, along the southwesterly boundary of said Lot 35, a distance of 21.25 feet;

Thence, South 59°39'20" East, a distance of 24.85 feet;

Thence, South 57°59'32" East, a distance of 38.71 feet;

Thence, South 83°31'30" East, a distance of 29.61 feet;

Thence, North 66°32'56" East, a distance of 16.58 feet;

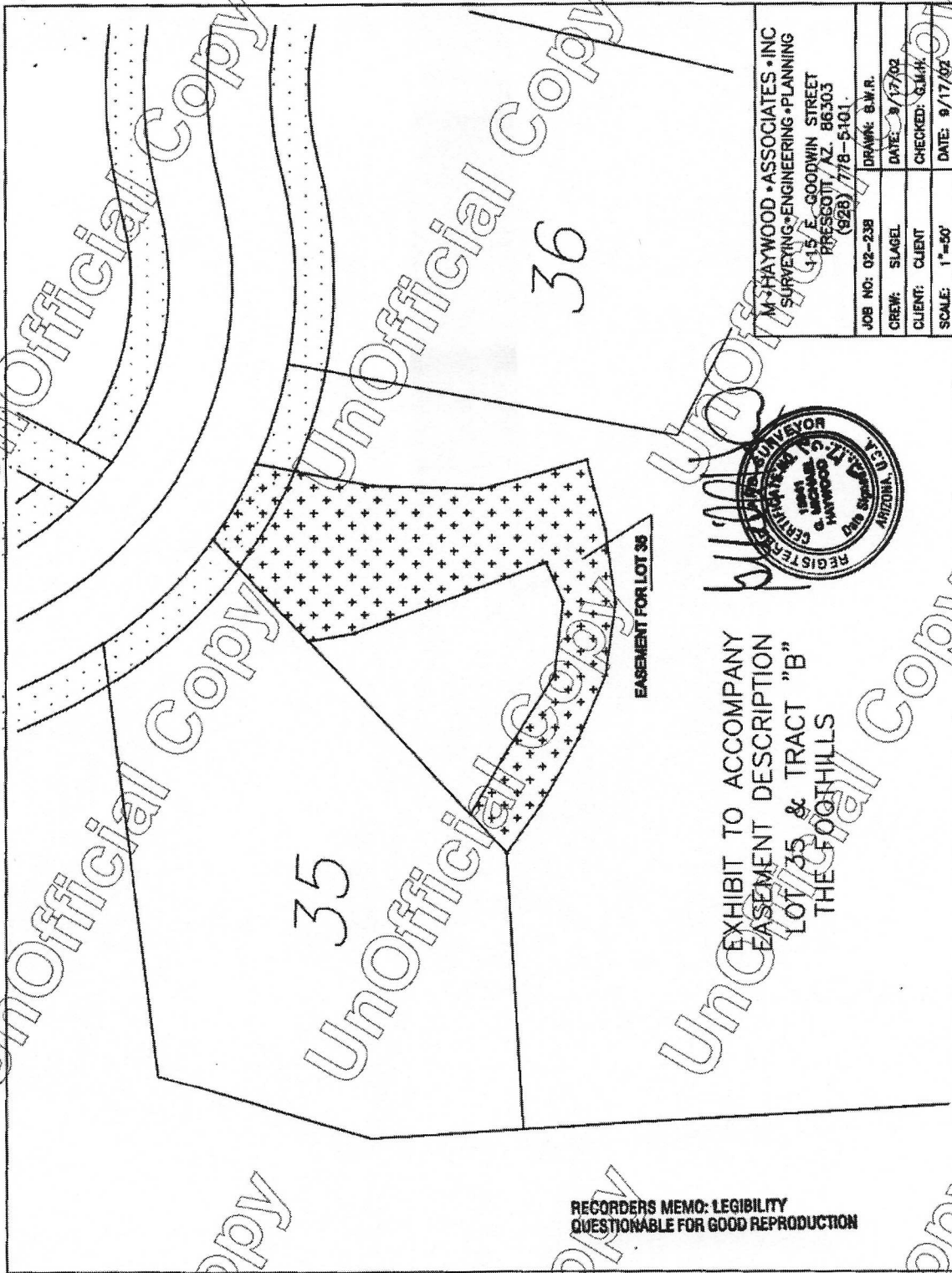
Thence, North 20°15'52" West, a distance of 80.19 feet;

Thence, North 10°47'54" West, to a point on the southwesterly boundary of said Lot 35, a distance of 18.56 feet;

Thence, North 46°54'44" East, along said boundary line, a distance of 55.24 feet, to the POINT OF BEGINNING.

02-238
9/16/02





M. HAYWOOD • ASSOCIATES • INC SURVEYING • ENGINEERING • PLANNING 415 E. GOODWIN STREET PRESCOTT, AZ 86303 (928) 778-5101	
JOB NO: 02-238	DRAWN: S.M.R.
CREW: SLAGEL	DATE: 9/17/02
CLIENT: CLIENT	CHECKED: G.M.H.
SCALE: 1"=50'	DATE: 9/17/02